Integrated Governance

PRIME FOCUS LIMITED

General information about company

Scrip code	532748	
NSE Symbol	PFOCUS	
MSEI Symbol	NOTLISTED	
ISIN	INE367G01038	
Date of start of financial year	01-04-2026	
Date of end of financial year	31-03-2027	
Reporting Quarter Type	Half Yearly	
Date of Quarter Ending	30-09-2026	
Type of company	Equity	
Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity?	Yes	
Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity?	Yes	
Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity?	Yes	
Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity?	No	No fine or penalty was imposed during the quarter ended September 30, 2026 on the Company.
Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity?	No	Disclosure of new tax litigation or ongoing tax litigations or disputes is not applicable during quarter ended September 30, 2026, pursuant to SEBI Circular dated December 31, 2024.
Whether Annexure I (Part F) of the SEBI Circular dated December 31, 2024 related to Disclosure Of Loans / Guarantees / Comfort Letters / Securities Etc. is Applicable to the entity?	No	Disclosure of loans/ guarantees/ comfort letters/ securities etc. is not applicable during quarter ended September 30, 2026.
Risk management committee	Yes	
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities	
Is SCORE ID Available ?	Yes	
SCORE Registration ID	p00234	
Reason For No SCORE ID		
Type of Submission	Original	
Remarks (website dissemination)		

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory	Textual Information(1)
Whether the listed entity has a Regular Chairperson	Yes
Whether Chairperson is related to MD or CEO	No

Disqualification of Directors under section 164 of the Companies Act, 2013

Sr no.	Title(Mr/Ms)	Name of the Director	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director(in months)	No of Directorship in listed entities including this listed entity(Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity(Refer Regulation 17A(1) of Listing Regulations	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
1	Mr	Naresh Mahendranath Malhotra	00004597	Executive Director	Chairperson		No				Active	NA		24-06-1997	01-05-2026			1	0	2	0
2	Mr	Namit Naresh Malhotra	00004049	Executive Director	Not Applicable		No				Active	NA		24-06-1997	07-08-2026			1	0	1	0
3	Mr	Nishant Avinash Fadia	02648177	Non-Executive - Non Independent Director	Not Applicable		No				Active	NA		13-11-2025	13-11-2025			1	0	0	0
4	Mr	Bjorgolfur Thor Bjorgolfsson	11452424	Non-Executive - Non Independent Director	Not Applicable		No				Active	NA		02-01-2026	02-01-2026			1	0	0	0
5	Mr	S Devarajan	00878956	Non-Executive - Independent Director	Not Applicable		No				Active	NA		14-12-2016	14-12-2021		117.17	2	2	5	2
6	Mr	Bharat Shashikumar Dighe	00203056	Non-Executive - Independent Director	Not Applicable		No				Active	NA		09-08-2024	09-08-2024		25.22	1	1	4	0
7	Ms	Pooja Sood	10590404	Non-Executive - Independent Director	Not Applicable		No				Active	NA		09-08-2024	09-08-2024		25.22	1	1	2	0
8	Ms	Shalini Govil Pai	11368521	Non-Executive - Independent Director	Not Applicable		No				Active	NA		12-11-2025	12-11-2025		10.19	1	1	0	0

Text Block

Textual Information(1)	Mr. Naresh Malhotra was re-appointed as the Chairman and Whole Time Director for a term of 3 years w.e.f. May 01, 2026 upto April 30, 2029 at the AGM dated September 30, 2025. Mr. Namit Malhotra was re-designated from a Non Executive Director to Whole Time Director w.e.f. August 07, 2026 and his re-designation was approved by the shareholders at the AGM dated September 30, 2026. Mr. Nishant Fadia was appointed as an Additional Director under Non Executive category w.e.f. November 13, 2025 and was regularized as a Director by virtue of Postal Ballot conducted on February 06, 2026. Mr. Bjorgolfur Thor Bjorgolfsson was appointed as an Additional Director under Non Executive category w.e.f. January 02, 2026 and was regularized as a Director by virtue of Postal Ballot conducted on February 06, 2026. Mr. S Devarajan was re-appointed on December 14, 2021 for the 2nd term of 5 consecutive years at the AGM dated September 30, 2021. Mr. Bharat Dighe and Ms. Pooja Sood were appointed as an Additional Non Executive Independent Directors w.e.f. August 09, 2024 and were regularized at the AGM dated September 30, 2024. Ms. Shalini Govil Pai was appointed as an Additional Non Executive Independent Director w.e.f. November 12, 2025 and was regularized by virtue of Postal Ballot conducted on February 06, 2026. Initial date of appointment of Independent Directors taken as the date of appointment as per the Companies Act, 2013. Tenure of Independent Directors is calculated from date of initial appointment till September 30, 2026.
Textual Information(2)	Mr. Bjorgolfur Thor Bjorgolfsson is a foreign national and requirement of PAN card is not applicable.

Annexure I

II. Composition of Committees	
Disclosure of notes on composition of committees explanatory	

Audit Committee Details

Whether the Audit Committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00878956	S Devarajan	Non-Executive - Independent Director	Chairperson	14-11-2022		Textual Information(1)
2	10590404	Pooja Sood	Non-Executive - Independent Director	Member	09-08-2024		Textual Information(2)
3	00203056	Bharat Shashikumar Dighe	Non-Executive - Independent Director	Member	09-08-2024		Textual Information(3)
4	00004597	Naresh Mahendranath Malhotra	Executive Director	Member	30-05-2023		Textual Information(4)

Text Block

Textual Information(1)	Mr. S Devarajan was appointed as a Member of the Audit Committee on December 14, 2016. Further on November 14, 2022 he was recategorized as a Chairperson of the Audit Committee.
Textual Information(2)	Ms. Pooja Sood was appointed as an Additional Non Executive Independent Director w.e.f. August 09, 2024 and was regularized at the AGM held on September 30, 2024. Further she was appointed as a Member of the Audit Committee w.e.f. August 09, 2024.
Textual Information(3)	Mr. Bharat Dighe was appointed as an Additional Non Executive Independent Director w.e.f. August 09, 2024 and was regularized at the AGM held on September 30, 2024. Further, he was appointed as a Member of the Audit Committee w.e.f. August 09, 2024.
Textual Information(4)	Mr. Naresh Malhotra was appointed as a Member of the Audit Committee w.e.f. May 30, 2023.

Nomination and remuneration committee

Whether the Nomination and remuneration committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00878956	S Devarajan	Non-Executive - Independent Director	Chairperson	14-11-2022		Textual Information(1)
2	10590404	Pooja Sood	Non-Executive - Independent Director	Member	09-08-2024		Textual Information(2)
3	00203056	Bharat Shashikumar Dighe	Non-Executive - Independent Director	Member	09-08-2024		Textual Information(3)
4	02648177	Nishant Avinash Fadia	Non-Executive - Non Independent Director	Member	07-08-2026		Textual Information(4)

Text Block

Textual Information(1)	Mr. S Devarajan was appointed as a Member of the Nomination and Remuneration Committee on December 14, 2016. Further on November 14, 2022 he was recategorized as a Chairperson of the Nomination and Remuneration Committee.
Textual Information(2)	Ms. Pooja Sood was appointed as an Additional Non Executive Independent Director w.e.f. August 09, 2024 and was regularized at the AGM held on September 30, 2024. Further she was appointed as a Member of the Nomination and Remuneration Committee w.e.f. August 09, 2024.
Textual Information(3)	Mr. Bharat Dighe was appointed as an Additional Non Executive Independent Director w.e.f. August 09, 2024 and was regularized at the AGM held on September 30, 2024. Further, he was appointed as a Member of the Nomination and Remuneration Committee w.e.f. August 09, 2024.
Textual Information(4)	Mr. Nishant Fadia was appointed as a Member of the Nomination and Remuneration Committee w.e.f. August 07, 2026.

Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00878956	S Devarajan	Non-Executive - Independent Director	Chairperson	14-11-2022		Textual Information(1)
2	10590404	Pooja Sood	Non-Executive - Independent Director	Member	09-08-2024		Textual Information(2)
3	00203056	Bharat Shashikumar Dighe	Non-Executive - Independent Director	Member	09-08-2024		Textual Information(3)
4	00004597	Naresh Mahendranath Malhotra	Executive Director	Member	14-02-2011		Textual Information(4)

Text Block

Textual Information(1)	Mr. S Devarajan was appointed as a Member of the Stakeholders Relationship Committee on December 14, 2016. Further on November 14, 2022 he was recategorized as a Chairperson of the Stakeholders Relationship Committee.
Textual Information(2)	Ms. Pooja Sood was appointed as an Additional Non Executive Independent Director w.e.f. August 09, 2024 and was regularized at the AGM held on September 30, 2024. Further she was appointed as a Member of the Stakeholders Relationship Committee w.e.f. August 09, 2024.
Textual Information(3)	Mr. Bharat Dighe was appointed as an Additional Non Executive Independent Director w.e.f. August 09, 2024 and was regularized at the AGM held on September 30, 2024. Further, he was appointed as a Member of the Stakeholders Relationship Committee w.e.f. August 09, 2024.
Textual Information(4)	Mr. Naresh Malhotra was appointed as a Member of the Stakeholders Relationship Committee w.e.f. February 14, 2011.

Risk Management Committee

Whether the Risk Management Committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00004597	Naresh Mahendranath Malhotra	Executive Director	Chairperson	14-11-2022		Textual Information(1)
2	00878956	S Devarajan	Non-Executive - Independent Director	Member	14-11-2022		Textual Information(2)
3	00004049	Namit Naresh Malhotra	Executive Director	Member	30-05-2023		Textual Information(3)

Text Block

Textual Information(1)	Mr. Naresh Malhotra was appointed as the Chairperson of the Risk Management Committee with effect from November 14, 2022.
Textual Information(2)	Mr. S. Devarajan was appointed as the Chairperson of the Risk Management Committee with effect from November 14, 2022.
Textual Information(3)	Mr. Namit Malhotra was appointed as a Member of the Risk Management Committee w.e.f. May 30, 2023.

Corporate Social Responsibility Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00004597	Naresh Mahendranath Malhotra	Executive Director	Chairperson	14-11-2022		Textual Information(1)
2	00878956	S Devarajan	Non-Executive - Independent Director	Member	14-12-2016		Textual Information(2)
3	00004049	Namit Naresh Malhotra	Executive Director	Member	30-05-2023		Textual Information(3)

Text Block

Textual Information(1)	Mr. Naresh Malhotra was appointed as a Member of the Corporate Social Responsibility Committee with effect from March 21, 2014. Further on November 14, 2022, he was recategorized as the Chairperson of the Corporate Social Responsibility Committee.
Textual Information(2)	Mr. S Devarajan was appointed as a Member of the Corporate Social Responsibility Committee on December 14, 2016.
Textual Information(3)	Mr. Namit Malhotra was appointed as a Member of the Corporate Social Responsibility Committee on May 30, 2023.

Other Committee

Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
No records available						

Annexure I

III. Meeting of Board of Directors							
Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present*(All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	01-04-2026			Yes	8	6	3
2	28-05-2026	56		Yes	8	8	4
3	06-08-2026	69		Yes	8	8	4
4	04-09-2026	28		Yes	8	7	3
5	23-09-2026	18		Yes	8	7	3

Annexure I

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reson for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	01-04-2026				Yes	4	4	3	0
2	Audit Committee	18-05-2026	46			Yes	4	3	2	0
3	Audit Committee	28-05-2026	9			Yes	4	4	3	0
4	Audit Committee	06-08-2026	69			Yes	4	4	3	0
5	Audit Committee	23-09-2026	47			Yes	4	3	2	0
6	Stakeholders Relationship Committee	28-05-2026				Yes	4	4	3	0
7	Stakeholders Relationship Committee	06-08-2026	69			Yes	4	4	3	0
8	Nomination and remuneration committee	28-05-2026				Yes	4	4	3	0
9	Nomination and remuneration committee	06-08-2026	69			Yes	4	4	3	0
10	Risk Management Committee	28-05-2026				Yes	3	3	1	0
11	Corporate Social Responsibility Committee	28-05-2026				Yes	3	3	1	0

Annexure I

V. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c.Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	true
9	Any comments/observations/advice of Board of Directors may be mentioned here:	

Annexure I

Sr	Subject	Compliance status
1	Name of signatory	Parina Shah
2	Designation	Company Secretary and Compliance Officer

Details of Cyber security incidence

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter		No
Other details of cyber security incidence or breaches or loss of data event		
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
Sr.	Date of the event	Brief details of the event
No records available		

Affirmations on Compliance Requirements for AGM (applicable only for the first half-year filing i.e., 2nd quarter)

III. Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is 'No' details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
6	Compliance with the conditions laid down for Secretarial Auditor or the person signing the Secretarial Compliance Report	24A(1A), 24A(1B), 24A(1C)	Yes	
7	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
8	Whether 'Corporate Governance Report' disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
Any other information to be provided				

Annexure III

1	Name of signatory	Parina Shah
2	Designation	Company Secretary and Compliance Officer

Signatory Details

Name of signatory	Parina Shah
Designation of person	Company Secretary and Compliance Officer
Place	Mumbai
Date	29-10-2026

Investor Grievance Details

No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	0
No. of investor complaints disposed off during the Quarter	0
No. of investor complaints those remaining unresolved at the end of the Quarter	0

Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies- The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of sub-para 1 of para A of Part A of Schedule III are given below:

Any Other Information for Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies					Textual Information(1)
Sr.No.	Name of the unlisted company in which shares or voting rights have been acquired	Date of acquisition	Aggregate holding (% shares or voting rights) as at the end of the previous quarter	% shares or voting rights acquired during the quarter	Aggregate holding (% shares or voting rights) as at the end of the quarter
1	DNEG Middle East FZ LLC	25-08-2026	0.00%	100.00%	100.00%

Text Block

Textual Information(1)	Prime Focus Limited has received an intimation on August 26, 2026 from its subsidiary (indirect), DNEG S.a.r.l. (DNEG) that DNEG has incorporated a wholly owned subsidiary company in the name of DNEG Middle East FZ LLC on August 25, 2026, bearing Registered Number - 1642.

Disclosure of Imposition of Fine or Penalty The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:

Any Other Information for Disclosure of Imposition of Fine or Penalty					
Sr.No.	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad interim or interim orders, or any other communication from the authority	Details of the violation(s)/ contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
No records available					

Disclosure of Updates to Ongoing Tax Litigations or Disputes The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:

Any Other Information for Disclosure of Updates to Ongoing Tax Litigations or Disputes				
Sr.No.	Name of the opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure	Current status of the litigation / dispute
No records available				